



DIGITAL PUBLIC LIBRARY  
OF AMERICA

## DPLA Board of Directors Call

January 17, 2013

**Participating Board Members:** Cathy Casserly (Treasurer), Paul Courant, Laura DeBonis (Secretary), Luis Herrera, John Palfrey (President)

**Additional Participants:** Rebekah Heacock (DPLA Secretariat), Doron Weber (DPLA Steering Committee), members of the public

### **DPLA ADVISORY COMMITTEE PROPOSAL**

The goal of the DPLA Advisory Committee is to continue the engagement of members of the Steering Committee. The Board has asked the Secretariat to prepare a proposal outlining the structure and functions of this committee. An initial draft was reviewed during the December 2012 Board call; a second draft was reviewed today.

The proposal was unanimously approved, with two amendments:

- Either the Advisory Committee or the Board of Directors may recommend members to the Advisory Committee. The Board will approve new members.
- The Board will formally vote to renew Advisory Committee members' terms.

An updated version of the proposal, reflecting these changes, will be posted on the DPLA website. The Secretariat will also reach out the DPLA Steering Committee to identify which members would like to serve on the initial Advisory Committee.

### **DPLA COMMITTEES PROPOSAL**

The Board reviewed the second draft of a proposal, prepared by the Secretariat, concerning the creation of DPLA Committees. The first draft of this proposal was discussed during the December 2012 Board call; the current draft reflects changes made at that time.

The Board discussed several issues raised via public comments on the proposal:

- The proposal currently recommends that operational committees include any member of the public who self-designates him or herself as a member of the committee. These members will serve as “non-convening members,” participating as individuals. These members are distinct from “convening members,” who will be selected and approved by the Board to serve as formal representatives of specific communities and who will be charged with communicating the activities of their



committee to a broad audience. This structure is similar to the structure of the current DPLA Workstreams, which John Palfrey and Paul Courant, who serve as co-chairs of the Governance and Financial/Business Issues workstreams, respectively, stated works well. The Board agreed to continue to use this structure for the new DPLA Committees.

- With respect to the Audience & Participation Committee, some felt that the description of roles and responsibilities was unclear with respect to whether the committee was intended to focus on end users, contributors, or both. John Palfrey recommended that the committee co-chairs take clarify this issue as a first order of business, rather than preemptively splitting the committee in two.
- Relatedly, Laura DeBonis recommended that each committee be charged with creating a charter for itself, describing its proposed work for the first 6-12 months of its existence.
- A member of the public proposed adding a committee focused on instructional outreach, connecting with educators, and curriculum development using the DPLA. The Board recommended exploring this option as a possible future committee, depending on public interest.

The Board unanimously approved the proposal, with the following amendments:

- The Nominating Committee will operate as an Ad Hoc Committee, reporting to the Governance Committee. The role of the Governance Committee will expand to include Board development.
- The description of the Legal Committee will be revised to indicate that it will not provide legal advice, but rather inform the Executive Director on legal and copyright issues affecting equitable knowledge distribution in a digital world. Legal issues affecting governance will be the purview of the Governance Committee, which is entitled to establish a Legal sub-committee if necessary.
- As per the changes made to the Advisory Committee (see above), the description of this committee will be updated to reflect that the Board must approve all new members.

## **UPDATE ON NON-PROFIT FILING STATUS, BYLAWS, AND CHARTER**

John Palfrey stated that the DPLA's application for non-profit status will be submitted this week, thanks to WilmerHale lawyers and others who have helped prepare it.

Current drafts of the DPLA [bylaws](#) and [certificate of incorporation/charter](#) are available on Google docs for comment; the Board will discuss these in a future meeting, and those who are interested in submitting feedback are encouraged to do so now via email or by commenting directly in the docs.



## **METADATA LICENSING CONSIDERATIONS**

During the December 2012 Board call, John Palfrey and Paul Courant agreed to work together to develop a metadata policy for the DPLA that provides for global metadata interoperability and does not implicitly imply that metadata is copyrightable. The proposed policy is as follows:

- The DPLA asserts that metadata are not copyrightable, and that applying a license to them is not necessary.
- To the extent that the law determines a copyright interest exists, a CC0 license applies.
- The DPLA asserts no new rights over metadata at the DPLA level.

While individual transactions will likely need to take place between the DPLA and institutional content contributors, this policy is likely to result in the greatest interoperability.

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The Board went into Executive Session at 1:45 PM to discuss the ongoing search for the DPLA's Executive Director, the Nominating Committee for additional Board members, funding, and content partnerships.

In its search for both an executive director and additional Board members, the swarmly welcomes suggestions from the public.

- Executive Director suggestions can be submitted online at <http://dp.la/2012/12/19/dpla-announces-executive-director-search-committee/>.
- An announcement soliciting nominations for new Board members will be posted publicly soon.